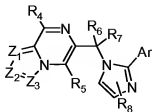


## AMENDMENTS TO THE CLAIMS

1. (Currently Amended) A compound of the Formula:



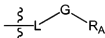
or a pharmaceutically acceptable ~~form~~<sup>salt</sup> thereof, wherein:

~~Z<sub>1</sub> is nitrogen or CR<sub>3</sub>; Z<sub>2</sub> is nitrogen or CR<sub>2</sub>; Z<sub>3</sub> is nitrogen or CR<sub>3</sub>; wherein Z<sub>1</sub> and Z<sub>2</sub> are N and Z<sub>3</sub> is CR<sub>3</sub>; or Z<sub>4</sub> and Z<sub>2</sub> are N and Z<sub>4</sub> is CR<sub>3</sub>;~~

Ar represents 2-pyridyl, which is substituted with from 0 to 4 substituents independently chosen from halogen, hydroxy, nitro, cyano, amino, C<sub>1</sub>-C<sub>4</sub>alkyl, C<sub>1</sub>-C<sub>8</sub>alkenyl, C<sub>1</sub>-C<sub>8</sub>alkynyl, C<sub>1</sub>-C<sub>4</sub>alkoxy, mono- and di-(C<sub>1</sub>-C<sub>8</sub>alkyl)amino(C<sub>0</sub>-C<sub>8</sub>alkyl)mono- or di-(C<sub>1</sub>-C<sub>4</sub>alkyl)amino, C<sub>2</sub>-C<sub>4</sub>alkanoyl, (C<sub>3</sub>-C<sub>7</sub>cycloalkyl)C<sub>0</sub>-C<sub>2</sub>alkyl, C<sub>1</sub>-C<sub>2</sub>haloalkyl, and C<sub>1</sub>-C<sub>2</sub>haloalkoxy;

~~R<sub>2</sub>, R<sub>3</sub>, and R<sub>4</sub> are each independently~~ is selected from:

- (a) hydrogen, halogen, nitro and cyano; and  
(b) groups of the formula:



wherein:

L is a single covalent bond or C<sub>1</sub>-C<sub>8</sub>alkyl;

G is a single covalent bond, -N(R<sub>B</sub>)-, -O-, -C(=O)-, -C(=O)O-, -C(=O)N(R<sub>B</sub>)-, -N(R<sub>B</sub>)C(=O)-, -S(O)<sub>m</sub>-, -CH<sub>2</sub>C(=O)-, -S(O)<sub>m</sub>N(R<sub>B</sub>)- or -N(R<sub>B</sub>)S(O)<sub>m</sub>-; wherein m is 0, 1 or 2; and

R<sub>A</sub> and each R<sub>B</sub> are independently selected from:

- (i) hydrogen; and  
(ii) C<sub>1</sub>-C<sub>8</sub>alkyl, C<sub>2</sub>-C<sub>8</sub>alkenyl, C<sub>2</sub>-C<sub>8</sub>alkynyl, (C<sub>3</sub>-C<sub>8</sub>cycloalkyl)C<sub>0</sub>-C<sub>4</sub>alkyl, (3- to 6-membered heterocycloalkyl)C<sub>0</sub>-C<sub>4</sub>alkyl, ~~(C<sub>6</sub>-C<sub>10</sub>aryl)C<sub>0</sub>-C<sub>2</sub>alkyl~~ or ~~(5- to 7-membered monocyclic heteroaryl)C<sub>0</sub>-C<sub>2</sub>alkyl~~, each of which is substituted with from 0 to 4 substituents independently selected from halogen, hydroxy, nitro,

cyano, amino, C<sub>1</sub>-C<sub>4</sub>alkyl, C<sub>1</sub>-C<sub>4</sub>alkoxy, C<sub>1</sub>-C<sub>4</sub>alkanoyl, mono- and di(C<sub>1</sub>-C<sub>4</sub>alkyl)amino, C<sub>1</sub>-C<sub>4</sub>haloalkyl and C<sub>1</sub>-C<sub>4</sub>haloalkoxy; and

R<sub>4</sub> is hydrogen or C<sub>1</sub>-C<sub>2</sub>alkyl;

R<sub>5</sub> is C<sub>1</sub>-C<sub>6</sub>alkyl[[.]];]

R<sub>6</sub> and R<sub>7</sub> are each independently hydrogen, ~~halogen, methyl or ethyl~~ or C<sub>1</sub>-C<sub>2</sub>alkyl; and

R<sub>8</sub> is 0, 1, or 2 C<sub>1</sub>-C<sub>2</sub>alkyl.

~~R<sub>8</sub> represents 0, 1 or 2 substituents independently chosen from halogen, hydroxy, nitro, cyano, amino, C<sub>1</sub>-C<sub>4</sub>alkyl, C<sub>1</sub>-C<sub>4</sub>alkoxy, mono- and di-(C<sub>1</sub>-C<sub>4</sub>alkyl)amino, C<sub>1</sub>-C<sub>4</sub>cycloalkyl, C<sub>1</sub>-C<sub>4</sub>haloalkyl and C<sub>1</sub>-C<sub>4</sub>haloalkoxy.~~

2. (Currently Amended) A compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 1, wherein R<sub>8</sub> represents 0 or 1 substituents selected from ~~halogen, hydrogen, and C<sub>1</sub>-C<sub>2</sub>alkyl and C<sub>1</sub>-C<sub>2</sub>alkoxy.~~

3 -4. (Canceled)

5. (Currently Amended) A compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 1, wherein Ar represents 2-pyridyl, which is substituted with from ~~0 to 3~~0 to 2 substituents independently selected from chloro, fluoro, hydroxy, ~~cyano, amino,~~ C<sub>1</sub>-C<sub>4</sub>alkyl, C<sub>1</sub>-C<sub>4</sub>alkoxy, ~~C<sub>1</sub>-C<sub>2</sub>alkylamino,~~ C<sub>1</sub>-C<sub>2</sub>haloalkyl, and C<sub>1</sub>-C<sub>2</sub>haloalkoxy.

6. (Currently Amended) A compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 5, wherein Ar represents 2-pyridyl, which is substituted with from ~~0 to 3~~0 to 2 substituents independently selected from fluoro, chloro, hydroxy, C<sub>1</sub>-C<sub>2</sub>alkyl, ~~cyano,~~ and C<sub>1</sub>-C<sub>2</sub>alkoxy.

7 - 8. (Canceled)

9. (Currently Amended) A compound or pharmaceutically acceptable ~~formsalt~~ thereof according to claim 1 wherein ~~R<sub>23</sub>, R<sub>37</sub>, and R<sub>4</sub> are is independently~~ selected from hydrogen, hydroxy, halogen, cyano, C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>1</sub>-C<sub>6</sub>alkoxy, C<sub>3</sub>-C<sub>7</sub>cycloalkyl, C<sub>1</sub>-C<sub>2</sub>alkoxyC<sub>1</sub>-C<sub>4</sub>alkyl, C<sub>1</sub>-C<sub>4</sub>hydroxyalkyl, C<sub>1</sub>-C<sub>2</sub>haloalkyl, C<sub>1</sub>-C<sub>2</sub>haloalkoxy, C<sub>1</sub>-C<sub>4</sub>carboxylate, mono- and di-(C<sub>1</sub>-C<sub>4</sub>alkyl)amino, phenylC<sub>0</sub>-C<sub>1</sub>alkyl, pyridylC<sub>0</sub>-C<sub>1</sub>alkyl, and (4- to 76-membered heterocycloalkyl)C<sub>0</sub>-C<sub>1</sub>alkyl.

10. (Currently Amended) A compound or pharmaceutically acceptable ~~formsalt~~ thereof according to Claim 9, wherein R<sub>4</sub> is ~~independently~~ chosen from ~~hydrogen~~, methyl and ethyl.

11-18. (Canceled)

19. (Currently Amended) A compound or pharmaceutically acceptable ~~formsalt~~ thereof according to claim 1 wherein R<sub>6</sub> and R<sub>7</sub> are both hydrogen.

20. (Canceled)

21. (Currently Amended) A compound or pharmaceutically acceptable ~~formsalt~~ thereof according to claim 1 wherein R<sub>5</sub> is ethyl, propyl, or butyl.

22. (Currently Amended) A compound or pharmaceutically acceptable ~~formsalt~~ thereof according to claim 1, wherein the compound is chosen from:  
5-propyl-6-(2-pyridin-2-yl-imidazol-1-ylmethyl)-[1,2,4]triazolo[4,3-a]pyrazine; and  
3-methyl-5-propyl-6-(2-pyridin-2-yl-imidazol-1-ylmethyl)-[1,2,4]triazolo[4,3-a]pyrazine;  
3-methyl-6-[2-(3-methyl-[1,2,4]triazolo[4,3-a]pyridin-5-yl)-imidazol-1-ylmethyl]-5-propyl-[1,2,4]triazolo[4,3-a]pyrazine;  
6-[[2-(3-fluoropyridin-2-yl)-1H-imidazol-1-yl]methyl]-5-propyl[1,2,4]triazolo[1,5-a]pyrazine; and  
6-[[2-(3-fluoropyridin-2-yl)-1H-imidazol-1-yl]methyl]-2-methyl-5-propyl[1,2,4]triazolo[1,5-a]pyrazine.

23 - 25. (Canceled)

26. (Currently Amended) A pharmaceutical composition comprising a compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 1 in combination with a pharmaceutically acceptable carrier or excipient.

27. (Original) A pharmaceutical composition according to claim 26, wherein the pharmaceutical composition is formulated as an injectible fluid, an aerosol, a cream, a gel, a pill, a capsule, a syrup, or a transdermal patch.

28. (Withdrawn, Currently Amended) A method for the treatment of anxiety, depression, or a sleep disorder-comprising administering to a patient in need of such treatment a GABA<sub>A</sub> receptor modulatory amount of a compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 1.

29-38. (Canceled)

39. (New) A compound or pharmaceutically acceptable salt thereof according to claim 9, wherein R<sub>3</sub> is hydrogen, halogen, C<sub>1</sub>-C<sub>4</sub>alkyl, C<sub>1</sub>-C<sub>4</sub>alkoxy, C<sub>3</sub>-C<sub>7</sub>cycloalkyl, C<sub>1</sub>-C<sub>2</sub>alkoxyC<sub>1</sub>-C<sub>2</sub>alkyl, C<sub>1</sub>-C<sub>2</sub>hydroxyalkyl, fluoromethyl, difluoromethyl, trifluoromethyl, phenylC<sub>0</sub>-C<sub>1</sub>alkyl, and pyridylC<sub>0</sub>-C<sub>1</sub>alkyl.